

JUN 20 1974 -9 35 AM

AMENDMENT AGREEMENTINTERNATIONAL COMMERCE COMMISSION

The parties hereto hereby agree that a certain Conditional Sale Agreement dated as of July 17, 1972 between UNILEASE, LTD., INTERET EQUIPMENT COMPANY, and ELGIN, JOLIET and EASTERN RAILWAY COMPANY, (assigned I.C.C. recordation number 6697), as amended by Amendment Agreements dated as of October 31, 1972 and April 30, 1973 (assigned I.C.C. recordation numbers 6697-F and 6697-K, respectively), shall be further amended as follows:

Annex A attached to said Conditional Sale Agreement, as amended to date, is deleted therefrom and a new Annex A (in the form attached hereto as Exhibit A) is substituted in lieu thereof.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment Agreement to be executed as of this 1st day of June, 1974.

(corporate seal)

UNILEASE, LTD.

Attest: B. M. McCoy
As its SecretaryBy: Thomas Bole
As its Vice President

(corporate seal)

INTERET EQUIPMENT COMPANY

Attest: B. M. McCoy
As its SecretaryBy: Thomas Bole
As its Vice President

(corporate seal)

ELGIN, JOLIET and EASTERN RAILWAY
COMPANYAttest: L. F. Young
As its
Assistant SecretaryBy: W. K. Kretsch
As its Vice President - Finance

EXHIBIT A

ANNEX A to Conditional Sale Agreement

EQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>Manufacturers' Invoice Price (Approximate)</u>	<u>E, J & E Road Numbers</u>	<u>Expected Closing Date</u>	<u>Quarterly Rental per unit*</u>	<u>Daily Rental per unit*</u>
150	100-Ton General Service Gondolas; Whitaker Corporation, Berwick Forge and Fabricating Division, builder	\$2,266,300	4200 - 4349	8/10/72	2.0719%	0.0230%
24	125-Ton Covered Hopper Cars; ACF Industries, Inc., builder	\$ 704,000	3000- 3023	12/20/72	2.0719%	0.0230%
100	70-Ton Coke Hopper Cars with Air-operated Doors and Used Friction Bearing Trucks; Greenville Steel Car Company, builder	\$1,951,000	73001- 73100	12/20/72	1.8138%	0.0202%
4	GP-38, 2000 H.P. Diesel, Electric Locomotives; General Motors Corporation (Electro-Motive Division), builder	\$1,052,900	700- 703	12/20/72	2.0719%	0.0230%
		<u>\$5,974,200</u>				

* expressed as a percentage of the Purchase Price (as defined in §3 of the Agreement) of such unit

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

SS:

On this 11th day of June, 1974, before me personally appeared Thomas F. Bole, to me personally known, who, being by me duly sworn, said that he is the Vice President of Interet Equipment Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Saleh M. Obadiah

SALEH M. OBADIAH
Notary Public, State of New York
No. 31-8172515
Qualified in New York County
Commission Expires March 30, 1976

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

SS:

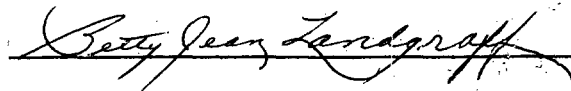
On this 11th day of June, 1974, before me personally appeared Thomas F. Bole, to me personally known, who, being by me duly sworn, said that he is the Vice President of Unilease, Ltd., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Saleh M. Obadiah

SALEH M. OBADIAH
Notary Public, State of New York
No. 31-8172515
Qualified in New York County
Commission Expires March 30, 1976

STATE OF PENNSYLVANIA)
)
COUNTY OF ALLEGHENY) SS:

On this 19th day of June , 1974, before me personally appeared V. W. Kraetsch , to me personally known, who, being by me duly sworn, said that he is the Vice President-Finance of Elgin, Joliet and Eastern Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



BETTY JEAN LANDGRAFF, Notary Public
PITTSBURGH, ALLEGHENY COUNTY, PA.
MY COMMISSION EXPIRES
OCTOBER 27, 1975